

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

IN RE:

SHUBH HOTELS PITTSBURGH, LLC.,

Debtor,

Bankruptcy Case No. 10-26337

Chapter 11

Judge Jeffery A. Deller

Document No. 422

SHUBH HOTELS PITTSBURGH, LLC.,

Movant.

v.

CARBON CAPITAL II REAL ESTATE
CDO 2005-1, LTD., and BLACKROCK
FINANCIAL MANAGEMENT, INC.,
as sub-special servicer to CARBON CAPITAL
II REAL ESTATE CDO 2005-1, LTD.'s
special servicer, MIDLAND LOAN
SERVICES, INC.,

Respondent.

Related to Document Nos. 13, 17, 30,
40, 53, 56, 57 144, 153, 208, 402, and 418
Hearing Date and Time: December 3,
2010, at 10:00 a.m..
Response Date and Time: NA

**SIXTH STIPULATED BRIDGE ORDER APPROVING SIXTH STIPULATION
RELATING TO PAYMENT OF OPERATING EXPENSES AND PAYROLL PENDING
INTERIM CASH COLLATERAL HEARING, MOTION FOR RELIEF HEARING
AND MOTION TO APPOINT A CHAPTER 11 TRUSTEE**

WHEREAS, the Debtor has filed an *Amended And Expedited Motion For An Order
Authorizing It To Enter Into Alternative Debtor In Possession Senior Lending Facility* (the “**DIP
Financing Motion**”, Dkt. No. 402)

WHEREAS, the Debtor has filed a *Supplement to the Debtor's Amended And Expedited
Motion For An Order Authorizing It To Enter Into Alternative Debtor In Possession Senior
Lending Facility* (the “**Supplement to DIP Financing Motion**”, Dkt. No. 418);

reference as if fully set forth herein, is hereby APPROVED.²

2. Should a final order be entered determining that the advances made from the Cash Management Account as authorized in the First Bridge Order, the Second Bridge Order, the Third Bridge Order, the Fourth Bridge Order, the Fifth Bridge Order or this Sixth Stipulated Bridge Order were made from property of the Debtor's estate, or if property in which the Lender has a security interest is used prior to a Final Order on the Cash Collateral Motion, then the Lender shall be entitled to adequate protection pursuant to, *inter alia*, sections 361 and 552 of the Bankruptcy Code, including but not limited to:

- d. replacement liens on all of the property of the Debtor's estate to the same extent and priority as existed at the date of the bankruptcy to the extent of the diminution in the value of the Lender's interest in the Rents;
- e. superpriority administrative claims to the extent of the diminution in the value of the Lender's interest in the Rents after the date of the Petition; and
- f. nothing in this Sixth Stipulated Bridge Order or prior Bridge Orders shall be interpreted as a waiver or release of the Committee's right to request/assert that any Final Order approving the use of Rents provide that the grant of any replacement lien or superpriority administrative claim not extend to avoidance actions that may be filed under Chapter 5 of the Bankruptcy Code ("**Chapter 5 Avoidance Actions**").

² Capitalized terms not otherwise defined herein shall have the meaning given to them in the Sixth Bridge Stipulation or the Loan Documents, as the context may require.

3. The Debtor is authorized to use Rents under this Sixth Bridge Stipulation for, and the superpriority administrative claims, security interests and liens granted under this Order shall be subordinate to, the payment of quarterly fees to the Office of the United States Trustee and the professional fee carve-out not to exceed \$500,000.00 for fees and expenses incurred by retained professionals, including Debtor's counsel, counsel for the Official Committee of Unsecured Creditors (the "Committee") or other professionals retained by the Committee, the Examiner appointed in this case and any professionals retained by the Examiner. Upon Entry of this Sixth Bridge Order and entry of an order granting the Debtor's Amended and Expedited Motion for an Order Authorizing it to Enter into Alternative Debtor In Possession Senior Lending Facility (the "DIP Loan"), the Debtor shall be permitted to pay from the Rents or from a post-petition advance under the DIP Loan, the sum of \$150,000 to be deposited into the trust account of Debtor's counsel, David Rudov. These funds shall be held by Mr. Rudov for payment of retained professional fees and expenses upon the same being approved by the Bankruptcy Court. The professional fee carve-out shall not be used for the commencement of an adversary proceeding or contested matter that seeks to challenge the validity, priority and extent of the Lender's pre-petition liens and security interests.

4. The prepetition liens of the Lender shall be continued post-petition as to both prepetition and postpetition assets, but the value of the Lender's liens shall not be greater postpetition than the value thereof at the time of the filing of the Petition, plus accruals and advances thereafter, and minus payments to the Lender thereafter. No additional financing statements or mortgages need be filed to perfect such postpetition liens and security interests (but may be filed if the Lender chooses).

5. The use of Cash Collateral or Rents by the Debtor expires on the **Expiration Date** as defined in the Sixth Bridge Stipulation.
6. Nothing in the Sixth Bridge Stipulation shall be deemed to impair, abridge or otherwise limit the ability of Dr. Kiran Patel to assert or prosecute its equitable subordination claims against the Lender or for the Committee to intervene or otherwise join in said action.
7. This Order, like the prior Bridge Orders, is subject to the conditions and understandings stated in open court on September 10, 2010, September 15, 2010, September 28, 2010 (telephonic), October 12, 2010, and November 12, 2010.

IT IS SO ORDERED.

BY THE COURT,



11.12.2010

Jeffery A. Deller
U.S. Bankruptcy Judge

FILED

NOV 12 2010

CLERK U.S. BANKRUPTCY COURT
WEST. DIST. OF PENNSYLVANIA

500 Pittsburgh Grand Downtown
Cash Management - DIP Operating Account
Through the Period of February 25th, 2010

Available Balance as of November 07, 2010:

\$279,193.70

Operating Book Balance as of 10/31/2010	\$332,805.76
Less: Accounts Payable paid in November	\$0.00
Less: Tax and Interest Reserve	\$0.00
Plus: Cash/Credit Card deposits in transit as of 10/31/2010	\$68,949.05
Plus: November transfers from the Depository and cash deposits to the Operating	\$0.00
Available Cash Balance as of 10/31/2010	\$401,754.81

Actual Weekly Sysco ACH	(\$15,326.92)
Weekly Payroll	(\$185,995.31)
Tax escrow Funding	(\$15,000.00)
Weekly Bank Fees	(\$39.00)
Weekly Check Run	(\$163,485.48)
Funding From Key Bank 11/4	\$143,920.00
Funding From Key Bank 11/2	\$113,366.00
Week Ending 11/5/10 Activity Totals:	(\$122,581.11)
Week Ending 11/5/10 Balance:	\$279,193.70
Estimated Weekly Sysco ACH	(\$13,000.00)
prism salary rebills approved by frank	(\$12,148.05)
Estimated Weekly Payroll	(\$122,000.00)
Fund Tax Escrow Acct	(\$20,000.00)
Estimated Union Dues/HERE IU Payment	(\$32,000.00)
Key Bank Interest Payment-paid through interest reserve \$66,666.67	\$0.00
Fund Tax & Insurance Escrows	(\$73,048.78)
Estimated utility Payment	(\$30,000.00)
Payroll Processing Fees (monthly)	(\$3,174.50)
estimated weekly ap	(\$60,000.00)
Estimated Professional Fees	(\$2,500.00)
Estimated Funding From Key Bank 11/9	\$108,186.00
Estimated Funding From Key Bank 11/11	\$65,000.00
Week Ending 11/12/10 Activity Totals:	(\$189,685.33)
Week Ending 11/12/10 Balance:	\$79,508.37
Estimated Weekly Sysco ACH	(\$13,000.00)
Estimated Weekly Payroll	(\$130,000.00)
Hertz Chiller Water Payment	(\$41,110.12)
Duquesne Light	(\$21,463.83)
HERE IU October Payment	(\$152,885.55)
Estimated Union Dues/HERE IU Payment	(\$32,000.00)
Estimated utility Payment	(\$30,000.00)
Chilled water deposit	(\$100,000.00)
Estimated Payment for Exterior Façade & Grand Stair Project-from Construction Reserve \$232,900; total estimated project \$1.7M Payment 1 of 5	\$0.00
PWSA deposit	(\$31,777.00)
Oct liquor Taxes	(\$5,400.00)
Oct county Taxes	(\$97,000.00)
Fund Tax Escrow Acct	(\$20,000.00)
Prism Accounting Fee	(\$3,000.00)
Prism Management Fee	(\$39,213.98)
Prism Corporate Rebills	(\$23,367.85)
November Health insurance non union employees	(\$21,800.00)
Estimated Weekly AP-operational	(\$45,000.00)
Estimated Professional Fees	(\$2,500.00)
Estimated Funding From Key Bank 11/16	\$125,000.00
Estimated Funding From Key Bank 11/18	\$65,000.00
Week Ending 11/19/10 Activity Totals:	(\$619,958.59)
Week Ending 11/19/10 Balance:	(\$540,449.98)
Estimated Weekly Sysco ACH	(\$13,000.00)
Estimated Weekly Payroll	(\$130,000.00)
Estimated Union Dues/HERE IU Payment	(\$32,000.00)
Estimated utility Payment	(\$30,000.00)
Estimated Weekly AP-operational	(\$45,000.00)
Workers Comp Down Payment	(\$65,841.05)
Workers Comp 1st Installment Payment	(\$26,671.47)
Fund Tax Escrow Acct	(\$20,000.00)
Estimated Professional Fees	(\$2,500.00)
Estimated Funding From Key Bank 11/23	\$120,000.00
Week Ending 11/26/10 Activity Totals:	(\$244,812.53)
Week Ending 11/26/10 Balance:	(\$785,262.49)
Estimated Weekly Sysco ACH	(\$13,000.00)
Estimated Weekly Payroll	(\$130,000.00)
Estimated Union Dues/HERE IU Payment	(\$32,000.00)
Estimated utility Payment	(\$30,000.00)
Fund Tax Escrow Acct	(\$20,000.00)
Estimated Payment for Exterior Façade & Grand Stair Project-from Construction Reserve \$426,400; total estimated project \$1.7M Payment 2 of 5	\$0.00
Estimated Weekly AP-operational	(\$45,000.00)
Estimated Professional Fees	(\$2,500.00)
Estimated Funding From Key Bank 11/23	\$40,000.00
Estimated Funding From Key Bank 12/2	\$32,000.00
Week Ending 12/03/10 Activity Totals:	(\$200,500.00)

*Wyndham Flag

EXHIBIT "E"

Takes effect 12/1	Week Ending 12/03/10 Balance:	(\$985,762.49)
	Estimated Weekly Sysco ACH	(\$18,000.00)
	Estimated Weekly Payroll	(\$110,000.00)
	Estimated Union Dues/HERE IU Payment	(\$40,000.00)
	Estimated Monthly Payroll Fees	(\$8,200.00)
	Estimated utility Payment	(\$45,000.00)
	Estimated November State Taxes	(\$70,000.00)
	Fund Tax Escrow Acct	(\$15,000.00)
	Estimated Prism Corporate Rebills	(\$17,500.00)
	Key Bank Interest Payment-paid through interest reserve \$66,666.67	\$0.00
	Fund Tax & Insurance Escrows	(\$73,048.78)
	Accounting Fee	(\$3,000.00)
	Management Fee	(\$25,000.00)
	Estimated Weekly AP-operational	(\$65,000.00)
	Estimated Professional Fees	(\$2,500.00)
	Estimated Funding From Key Bank 12/7	\$210,000.00
	Estimated Funding From Key Bank 12/9	\$285,000.00
	Week Ending 12/10/10 Activity Totals:	\$2,781.22
	Week Ending 12/10/10 Balance:	(\$983,011.27)
	Estimated Weekly Sysco ACH	(\$18,000.00)
	Estimated Weekly Payroll	(\$130,000.00)
	Estimated Union Dues/HERE IU Payment	(\$40,000.00)
	Estimated utility Payment	(\$30,000.00)
	Estimated Non Union Health Insurance	(\$20,000.00)
	Estimated November County Taxes	(\$70,000.00)
	Estimated November Liquor Taxes	(\$5,000.00)
	Estimated Payment for Exterior Façade & Grand Stair Project-from Construction Reserve \$264,270; total estimated project \$1.7M Payment 3 of 5	\$0.00
	Fund Tax Escrow Acct	(\$20,000.00)
	Estimated Weekly AP-operational	(\$80,000.00)
	Estimated Professional Fees	(\$2,500.00)
	Estimated Funding From Key Bank 12/14	\$115,000.00
	Estimated Funding From Key Bank 12/16	\$70,000.00
	Week Ending 12/17/10 Activity Totals:	(\$280,600.00)
	Week Ending 12/17/10 Balance:	(\$1,213,611.27)
	Estimated Weekly Sysco ACH	(\$18,000.00)
	Estimated Weekly Payroll	(\$130,000.00)
	Estimated Union Dues/HERE IU Payment	(\$40,000.00)
	Estimated utility Payment	(\$30,000.00)
	Fund Tax Escrow Acct	(\$15,000.00)
	Estimated Weekly AP-operational	(\$55,000.00)
	Estimated Professional Fees	(\$2,500.00)
	Estimated Funding From Key Bank 12/21	\$20,000.00
	Estimated Funding From Key Bank 12/23	\$45,000.00
	Week Ending 12/24/10 Activity Totals:	(\$205,500.00)
	Week Ending 12/24/10 Balance:	(\$1,419,111.27)
	Estimated Weekly Sysco ACH	(\$18,000.00)
	Estimated Weekly Payroll	(\$110,000.00)
	Estimated Union Dues/HERE IU Payment	(\$40,000.00)
	Monthly Insurance Premium	(\$20,671.47)
	Estimated Payment for Exterior Façade & Grand Stair Project-from Construction Reserve \$193,300; total estimated project \$1.7M Payment 4 of 5	\$0.00
	Estimated utility Payment	(\$30,000.00)
	Fund Tax Escrow Acct	(\$15,000.00)
	Estimated Weekly AP-operational	(\$45,000.00)
	Estimated Professional Fees	(\$2,500.00)
	Estimated Funding From Key Bank 12/28	\$30,000.00
	Estimated Funding From Key Bank 12/30	\$35,000.00
	Week Ending 12/31/10 Activity Totals:	(\$222,171.47)
	Week Ending 12/31/10 Balance:	(\$1,641,182.74)
	Estimated Weekly Sysco ACH	(\$18,000.00)
	Estimated Weekly Payroll	(\$130,000.00)
	Estimated Union Dues/HERE IU Payment	(\$22,000.00)
	Estimated December State Taxes	(\$80,000.00)
	Estimated utility Payment	(\$30,000.00)
	Estimated Payroll Fees	(\$8,200.00)
	Fund Tax Escrow Acct	(\$15,000.00)
	Estimated Weekly AP-operational	(\$45,000.00)
	Estimated Professional Fees	(\$2,500.00)
	Estimated Funding From Cash & Credit Card Receipts	\$120,000.00
	Week Ending 1/7/11 Activity Totals:	(\$235,700.00)
	Week Ending 1/7/11 Balance:	(\$1,876,882.74)
	Estimated Weekly Sysco ACH	(\$18,000.00)
	Estimated Weekly Payroll	(\$130,000.00)
	Estimated Union Dues/HERE IU Payment	(\$32,000.00)
	Estimated Management Fee	(\$27,000.00)
	Key Bank Interest Payment-paid through interest reserve \$66,666.67	\$0.00
	Estimated Payment for Exterior Façade & Grand Stair Project-from Construction Reserve \$583,975; total estimated project \$1.7M Payment 5 of 5	\$0.00
	Fund Tax & Insurance Escrows	(\$73,048.78)
	Accounting Fee	(\$3,000.00)
	Estimated Prism Corporate Rebills	(\$15,000.00)
	Estimated utility Payment	(\$30,000.00)
	Fund Tax Escrow Acct	(\$15,000.00)
	Estimated Weekly AP-operational	(\$45,000.00)

Estimated Professional Fees	(\$2,500.00)
Estimated Funding From Cash & Credit Card Receipts	\$320,000.00
Week Ending 1/14/11 Activity Totals:	(\$65,548.78)
Week Ending 1/14/11 Balance:	(\$1,942,431.52)
Estimated Weekly Sysco ACH	(\$13,000.00)
Estimated Weekly Payroll	(\$130,000.00)
Estimated Union Dues/HERE IU Payment	(\$32,000.00)
Estimated Non Union Health Insurance	(\$20,000.00)
Estimated December County Taxes	(\$80,000.00)
Estimated December Liquor Taxes	(\$5,000.00)
Estimated utility Payment	(\$30,000.00)
Fund Tax Escrow Acct	(\$15,000.00)
Estimated Weekly AP-operational	(\$45,000.00)
Estimated Professional Fees	(\$2,500.00)
Estimated Funding From Cash & Credit Card Receipts	\$145,000.00
Week Ending 1/21/11 Activity Totals:	(\$227,600.00)
Week Ending 1/21/11 Balance:	(\$2,169,031.52)
Estimated Weekly Sysco ACH	(\$13,000.00)
Estimated Weekly Payroll	(\$130,000.00)
Estimated Union Dues/HERE IU Payment	(\$32,000.00)
Monthly Insurance Premium	(\$26,671.47)
Estimated utility Payment	(\$30,000.00)
Fund Tax Escrow Acct	(\$15,000.00)
Estimated Weekly AP-operational	(\$45,000.00)
Estimated Professional Fees	(\$2,500.00)
Estimated Funding From Cash & Credit Card Receipts	\$145,000.00
Week Ending 1/28/11 Activity Totals:	(\$149,171.47)
Week Ending 1/28/11 Balance:	(\$2,318,102.99)
Estimated Weekly Sysco ACH	(\$13,000.00)
Estimated Weekly Payroll	(\$130,000.00)
Estimated Union Dues/HERE IU Payment	(\$32,000.00)
Estimated January State Taxes	(\$75,000.00)
Estimated utility Payment	(\$30,000.00)
Fund Tax Escrow Acct	(\$15,000.00)
Estimated Weekly AP-operational	(\$45,000.00)
Estimated Professional Fees	(\$2,500.00)
Estimated Funding From Cash & Credit Card Receipts	\$495,000.00
Week Ending 2/4/11 Activity Totals:	\$152,500.00
Week Ending 2/4/11 Balance:	(\$2,165,602.99)
Estimated Weekly Sysco ACH	(\$13,000.00)
Estimated Weekly Payroll	(\$130,000.00)
Estimated Payroll Fees	(\$8,200.00)
Accounting Fee	(\$8,000.00)
Estimated Management Fee	(\$27,000.00)
Key Bank Interest Payment-paid through interest reserve	\$0.00
Fund Tax & Insurance Escrows	(\$73,048.76)
Estimated Prism Corporate Rebills	(\$10,000.00)
Estimated Union Dues/HERE IU Payment	(\$32,000.00)
Estimated utility Payment	(\$30,000.00)
Fund Tax Escrow Acct	(\$15,000.00)
Estimated Weekly AP-operational	(\$45,000.00)
Estimated Professional Fees	(\$2,500.00)
Estimated Funding From Cash & Credit Card Receipts	\$165,000.00
Week Ending 2/11/11 Activity Totals:	(\$233,748.76)
Week Ending 2/11/11 Balance:	(\$2,399,351.77)
Estimated Weekly Sysco ACH	(\$13,000.00)
Estimated Weekly Payroll	(\$130,000.00)
Estimated Union Dues/HERE IU Payment	(\$32,000.00)
Estimated Non Union Health Insurance	(\$20,000.00)
Estimated January County Taxes	(\$70,000.00)
Estimated January Liquor Taxes	(\$5,000.00)
Estimated utility Payment	(\$30,000.00)
Fund Tax Escrow Acct	(\$15,000.00)
Estimated Weekly AP-operational	(\$45,000.00)
Estimated Professional Fees	(\$2,500.00)
Estimated Funding From Cash & Credit Card Receipts	\$195,000.00
Week Ending 2/18/11 Activity Totals:	\$167,500.00
Week Ending 2/18/11 Balance:	(\$2,557,651.77)
Estimated Weekly Sysco ACH	(\$13,000.00)
Estimated Weekly Payroll	(\$130,000.00)
Estimated Union Dues/HERE IU Payment	(\$32,000.00)
Monthly Insurance Premium	(\$26,671.47)
Estimated utility Payment	(\$30,000.00)
Fund Tax Escrow Acct	(\$15,000.00)
Estimated Weekly AP-operational	(\$45,000.00)
Estimated Professional Fees	(\$2,500.00)
Estimated Funding From Cash & Credit Card Receipts	\$140,000.00
Week Ending 2/25/11 Activity Totals:	(\$164,171.47)
Week Ending 2/25/11 Balance:	(\$2,712,023.24)

Estimated Accounts Receivable Balance \$ 700,000.00